

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

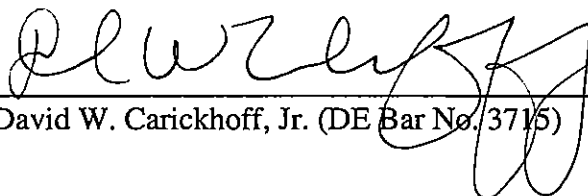
In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	

CERTIFICATE OF SERVICE

I, David W. Carickhoff, Jr., hereby certify that on the 11th day of February, 2005,

I caused a copy of the following document to be served on the individuals on the attached service list(s) in the manner indicated:

- 1) **Notice of Motion of the Debtors for an Order Authorizing the Debtors to Enter into (A) an Employment Agreement with Its Current Chief Operating Officer Under Which He Could Assume the Position of Chief Executive Officer of the Debtors and (B) a Post-Retirement Agreement with the Current CEO Whereby He Would Provide Consulting Services Related to Debtors' Chapter 11 Cases;**
- 2) **Motion of the Debtors for an Order Authorizing the Debtors to Enter into (A) an Employment Agreement with Its Current Chief Operating Officer Under Which He Could Assume the Position of Chief Executive Officer of the Debtors and (B) a Post-Retirement Agreement with the Current CEO Whereby He Would Provide Consulting Services Related to Debtors' Chapter 11 Cases; and**
- 3) **Proposed Order**


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Doc. No. 22588

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